

Ref: TML 135/2024

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Tigné Mall p.l.c. (C 35139) (the “Company”) in terms of Chapter 5 of the Capital Markets Rules issued by the Malta Financial Services Authority

Quote

Transfer of Shares and Major Holdings Notification

Reference is made to (i) the conditional voluntary public takeover bid for the acquisition of the entire issued share capital of the Company (the “**Voluntary Bid**”) launched by Marsamxett Properties Ltd (C 106474) (the “**Offeror**”) by means of an offer document dated 13 September 2024 (the “**Offer Document**”) and to (ii) Company Announcement TML 134/2024 announcing the results of the Voluntary Bid.

The Company announces that it has been notified by the Offeror that as at the 21 October 2024, 25,483,208 ordinary shares, representing just over 45.18% of the entire issued share capital of the Company have been transferred to the Offeror. The Offeror confirmed that since it has acquired over 90% of the issued share capital of the Company, it will be exercising its right to require all the remaining shareholders to sell and transfer the remaining shares to the Offeror for a cash payment of €1.04 per share held (the “**Squeeze-out**”). The completion of the Squeeze-out process will be followed by an application for the de-listing of the Company shares. A copy of the communication received from the Offeror is attached to this Company Announcement as Annex 1.

The Company further announces the receipt of a notification of major holdings from the Offeror. In terms of the notification, as of the 21 October 2024, the Offeror holds 53,504,689 ordinary shares to which voting rights are attached, reflecting 94.87% of the ordinary shares and corresponding voting rights in the Company. A copy of the notification is available on the Company’s website www.thepointmalta.com (Investor Relations Section).

The Company will keep the market updated in accordance with the Capital Market Rules.

Unquote

By order of the Board



Dr Maria Formosa Bonello
Company Secretary

22 October 2024



Marsamxett Properties Ltd.
Nineteen Twenty Three, Valletta Road,
Marsa, MRS 3000,
Malta

The Directors

Tigné Mall p.l.c.
Management Suite,
The Point Shopping Mall,
Pjazza Tigne Point,
Sliema TP 01,
Malta

October 21, 2024

Re: Conditional Voluntary Public Takeover Bid – Tigné Mall p.l.c. – Squeeze-Out

Dear Sirs,

We are writing further to our letter sent on October 10, 2024, announcing the results of the conditional voluntary public takeover offer by Marsamxett Properties Ltd. (the “**Offeror**”) for the entire issued share capital of Tigné Mall p.l.c. (the “**Company**”), as further described in the offer document dated September 13, 2024 (the “**Offer Document**”), and the intention of the Offeror to exercise the right arising out of Capital Markets Rule 11.42 to require all the remaining shareholders to sell and transfer to the Offeror the remaining shares in the Company and to de-list the Company.

Unless otherwise defined herein, capitalised terms used herein shall have the same meaning as that ascribed to them in the Offer Document.

Specifically, the Offeror hereby informs the Company of the following:

(i) Transfer of ownership of the shares in the Company and settlement by the Offeror

Rizzo, Farrugia & Co (Stockbrokers) Ltd, in its capacity as Manager, Registrar, Collecting Agent and Paying Agent, has notified the Offeror that, as at October 21, 2024, 25,483,208 shares in the Company, representing just over 45.18% of the entire issued share capital of the Company, in respect of which valid acceptances were received by the end of the Acceptance Period (12:00 hours (CET) on October 7, 2024), have been transferred to the Offeror and recorded in the name of Offeror in the register of shareholders of the Company as registered at the Central Securities Depository of the Malta Stock Exchange, with effect from October 21, 2024.

The transfer of shareholding referred to above, has been made pursuant to the settlement made on October 21, 2024, of the Consideration in cash directly by the Offeror (through the Paying Agent) by bank transfer in Euro (€) to the bank account indicated by the accepting Target Shareholder on the Acceptance Form.

(ii) Notification of Major Holdings

In terms of the requirements of Capital Markets Rule 5.176, please find attached the Notification of Major Holdings dated October 21, 2024, in virtue of which the Offeror is giving due notice of the fact that the proportion of voting rights held by the Offeror in the Company increased from just over 49.68% to just under 94.87% as a result of the acquisition of 25,483,208 ordinary shares to which 25,483,208 voting rights are attached.

(iii) **Acquisition of the remaining shares in the Company**

In view of the fact that the Offeror holds, as at the date hereof, over 90% of all the issued share capital of the Company, the Offeror has confirmed that it will be exercising the right competent to it arising out of Capital Markets Rule 11.42 to require all the holders of the remaining 5.13% of the entire issued share capital of the Company to sell and transfer such shares to the Offeror, for a cash payment of €1.04 per share held in the Company being the Consideration and being the fair price in terms of Capital Markets Rule 11.43.

Further details relating to the exercise of the squeeze-out process will be made available in due course.

(iv) **De-Listing**

As previously stated, the Offeror shall, following completion of the squeeze-out process detailed above and on acquiring all the issued shares in the Company, apply for the de-listing of the Company shares as soon as practicable.

Yours sincerely,



Annabel Hill
Director



Dorian Desira
Director